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RUSSELL H. CULLEN, P.A.
ATTORNEY AND COUNSELOR AT LAW
99228 OVERSEAS HIGHWAY
KEY LARGO, FLORIDA 33037

FILED

99 OCT 25 PM 3: 32

RUSSELL H. CULLEN

October 21, 1999

SECRETARY OF STATE TELEPHONE
TALLAHASSEE, FLORIDA (904) 451-5737
TELECOPIER
(305) 451-5190

Division of Corporations
409 East Gaines St.
Tallahassee, FL. 32399

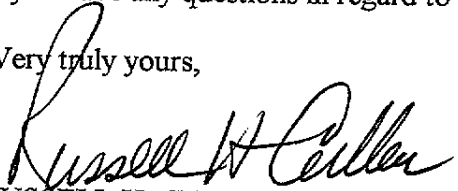
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*****78.75 *****78.75

Dear Sir/Madam,

Please find enclosed the original copy of Articles of Incorporation for Pewy Farm, Inc., and a check for \$78.75 to cover the cost. Please forward all documents back to this office upon completion. Thank you.

If you have any questions in regard to this matter please give me a call.

Very truly yours,


RUSSELL H. CULLEN

RHC/djc
Encloses as stated

PH 10/26/99✓

ARTICLES OF INCORPORATION

OF

PEWY FARM, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is:

PEWY FARM, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, having a \$1.00 par value. The consideration to be paid for each share shall be made in money, property or services. The Board of Directors shall determine the reasonable value of all consideration, other than money, paid for such shares and their determination, made in good faith, shall be final and conclusive as to such value.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL CORPORATE OFFICE

The street address of the initial corporate office of this corporation is:

197 Burgundy Drive
Tavernier, FL 33070

ARTICLE VII - INITIAL REGISTERED AGENT

The initial registered agent of the corporation shall be Pedro Luis Mendez, whose address is 197 Burgundy Drive, Tavernier, FL 33070.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least two Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of the corporation are:

Pedro Luis Mendez
197 Burgundy Drive
Tavernier, FL 33070

And

Isabel Mendez
197 Burgundy Drive
Tavernier, FL 33070

ARTICLE IX - INCORPORATORS

The name and address of the Incorporator signing these Articles is: Pedro Mendez, 197 Burgundy Drive, Tavernier, FL. 33070.

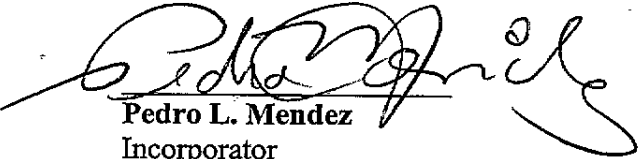
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT


This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 21st day of October, 1999.


Pedro L. Mendez
Incorporator

**STATE OF FLORIDA
COUNTY OF MONROE**

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Pedro Mendez, who [X] is personally known to me or [] has produced _____ as identification, who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

 D J Cullen
My Commission CC774127
Expires January 14, 2002


Notary Public

Print _____
My Commission Expires: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

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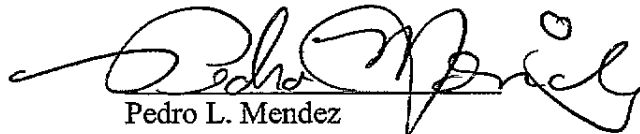
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted pursuant to and in compliance with Section 48.091
and Section 706.034, Florida Statutes:

PEWI FARM, INC., desiring to organize under the laws of the State of
Florida with its principal office as indicated in the Articles of Incorporation at 197
Burgundy Drive, Tavernier, Monroe County, State of Florida, names as its agent to
accept service of process within this State: Pedro L. Mendez, 197 Burgundy Drive,
Tavernier, FL 33070.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated
corporation, at the place designated in the certificate, I hereby accept to act in this
capacity, and agree to comply with the provisions of said Act relative to keeping open
said office.



Pedro L. Mendez
Registered Agent

Date: 10/21/99